

P97000105978  
DAVID C. LEVENREICH  
ATTORNEY AND COUNSELOR AT LAW

ALSO ADMITTED TO  
PRACTICE IN  
THE STATE OF TEXAS

December 12, 1997

406 SOUTH PROSPECT AVENUE  
CLEARWATER, FLORIDA 34616

TELEPHONE: (813) 441-8485  
FACSIMILE: (813) 441-4558

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

400002372684--3  
-12/16/97--01011--020  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Southern Thunder, Inc.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is my check in the amount of \$122.50 made payable to "Department of State" to cover the filing fee as follows:

\$ 35.00 - Filing fee  
52.50 - Certified copy  
35.00 - Registered Agent Designation  
\$122.50

Please return a certified copy of these Articles of Incorporation to me at the above address. Thank you for your assistance in this matter.

Very truly yours,

David C. Levenreich

DCL:tlk  
Enclosures  
cc: Donald Morelock via hand delivery

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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12-17-97  
105

ARTICLES OF INCORPORATION OF  
SOUTHERN THUNDER, INC.

ARTICLE I - Name

The name of this corporation is SOUTHERN THUNDER, INC..

ARTICLE II - Street Address and Mailing Address

The street address of this corporation is 1829 28th Street North, St. Pete, Fl. and the mailing address of this corporation is 1829 28th Street North, St. Petersburg, Fl. 33713

ARTICLE III - Duration

This corporation shall have perpetual existence.

ARTICLE IV - Purpose

This corporation is organized to include the transaction of any or all lawful business for which it may be incorporated under Chapter 607, Florida Statutes as presently enacted and as it may be amended from time to time.

ARTICLE V - Capital Stock

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1829 28th Street North, St. Petersburg, Florida 33713 and the name of the initial registered agent of this corporation at that address is Donald Morelock.

ARTICLE VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial director of this corporation are:

| <u>Name</u>     | <u>Address</u>                                     |
|-----------------|--|
| Donald Morelock | 1829 28th Street North<br>St. Petersburg, FL 33713 |

ARTICLE VIII - Incorporator

The name and address of the person signing these Articles is Donald Morelock.

ARTICLE IX - Indemnification

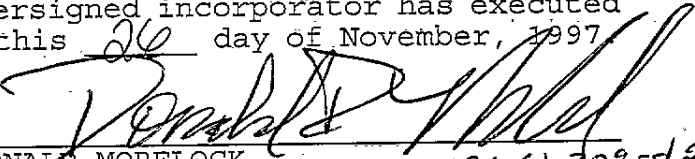
The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLE X - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

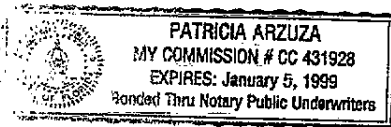
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of November, 1997.

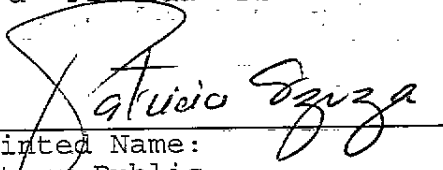
  
DONALD MORELOCK

Driver License H642 196 61 309-d 2000

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 26 day of November, 1997, by DONALD MORELOCK, who is personally known to me or who has produced a Florida Drivers License as identification.



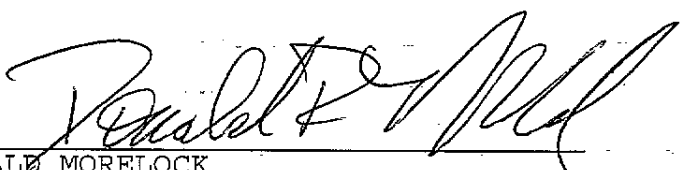
  
Printed Name:  
Notary Public  
Serial # of Notary:

CERTIFICATE DESIGNATING REGISTERED AGENT AND  
STREET ADDRESS FOR SERVICE OF PROCESS WITHIN FLORIDA

Pursuant to Fla. Stat. Section 48.091, SOUTHERN THUNDER, INC., desiring to organize under the laws of the State of Florida, hereby designated DONALD MORELOCK, located at 1829 28th Street North, St. Petersburg, FL 33713, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. Section 48.091(2) relative to maintaining an office for the service of process.

  
DONALD MORELOCK

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